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UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 11 Bankruptcy

Intrepid U.S.A., Inc.
Intrepid of Golden Valley, Inc.
F.C. Acquisition Corporation,

Case No. 04-40416-NCD
Case No. 04-40462-NCD
Case No. 04-40418-NCD
(Jointly Administered)

Debtors.

**ORDER AUTHORIZING EMPLOYMENT OF CROSSROADS, LLC
AND AUTHORIZING CONDITIONAL PAYMENT OF
POST-PETITION RETAINER**

Upon the Application by the Debtors to employ the management and consulting firm of Crossroads, LLC in these Chapter 11 cases, it appears that it is necessary for the Debtors to employ outside management and restructuring advisor, it appears that the advisors selected by the Debtors do not hold or represent an interest adverse to the estates and that they are disinterested within the meaning of 11 U.S.C. § 327(a),

IT IS HEREBY ORDERED:

1. The Debtors may employ Crossroads, LLC effective March 4, 2004, upon the basis set forth in the application, subject to the provisions of 11 U.S.C. §§ 328 and 330;
2. The Debtors are authorized to pay Crossroads, LLC an initial retainer of \$100,000.00 which Crossroads, LLC is hereby authorized to hold for application against its final fees;
3. Crossroads, LLC may send monthly requests for payment of fees and reimbursement of expenses to the Debtors, with copies to the Office of United States Trustee, counsel for the Committee of Unsecured Creditor, counsel for DVI and counsel for the Debtors; and the Debtors are authorized to pay 80% of monthly fees and 100% of monthly expenses, subject to later allowance by the Court as set out above.

UNITED STATES BANKRUPTCY COURT

Dated: March 22, 2004

/s/ Nancv C. Dreher

Nancy C. Dreher

United States Bankruptcy Judge

NOTICE OF ELECTRONIC ENTRY AND
FILING ORDER OR JUDGMENT
Filed and Docket Entry made on 03/25/04
Lori A. Vosejpka, Acting Clerk, By KK

e138-1

STATE OF MINNESOTA

SS.

COUNTY OF HENNEPIN

I, Karen Krouch, hereby certify: I am a Deputy Clerk of the United States Bankruptcy Court for the District of Minnesota; on March 25, 2004, I placed copies of the attached:

ORDER

in individual postage metered official envelopes addressed to each of the persons, corporations, and firms at their last known addresses:

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I sealed and placed the envelopes in the United States mail at Minneapolis, Minnesota.

/e/ Karen Krouch
Karen Krouch, Deputy Clerk